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ACCOUNT NO. : 072100000032

REFERENCE : 350410 4311560

AUTHORIZATION :

COST LIMIT : \$ 122.50 PPD

ORDER DATE : May 1, 1997

ORDER TIME : 8:37 AM

ORDER NO. : 350410-005

CUSTOMER NO: 4311560

CUSTOMER: Ms. Cindy Hartman
SCOTT ROYCE HARRIS

Suite 800
4400 Pga Boulevard
Palm Beach Gard, FL 33410

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-05/01/97--01011--018
****122.50 ****122.50

DOMESTIC FILING

NAME: THE TANNING PLACE & SPA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED
MAY 1 1997
TALLAHASSEE
FLORIDA

RECEIVED
97 MAY - 1 4 9:55
DIVISION OF CORPORATION

84 MAY - 1 1997

ARTICLES OF INCORPORATION
OF
THE TANNING PLACE & SPA, INC.

FILED
STATE-1 JAN 19:17
TALLAHASSEE FLORIDA

The undersigned hereby forms a Corporation under the following Charter of Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be THE TANNING PLACE & SPA, INC.

ARTICLE II

The principal office and mailing address of the Corporation is 150 North U.S. Highway #1, Tequesta, Florida 33469.

ARTICLE III

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The period of this Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered Office of this Corporation is 6548 Chasewood Drive North, Apartment H, Jupiter, FL 33458; and the initial Registered Agent of this Corporation at that address is CAMBIERELY S. HABERMAN.

ARTICLE VII

The number of Directors constituting this Corporation's initial Board of Directors is two (2), whose names and addresses are as follows:

CAMBIERELY S. HABERMAN
6548 Chasewood Drive North, Apartment H
Jupiter, FL 33458

GREGORY A. PIETROWSKI
6548 Chasewood Drive North, Apartment H
Jupiter, FL 33458

ARTICLE VIII

The name and address of the Incorporator is as follows:

CAMBIERELY S. HABERMAN
6548 Chasewood Drive North, Apartment H
Jupiter, FL 33458

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of THE TANNING PLACE & SPA, INC. for the uses and purposes aforesaid this 28th day of April, 1997.

Cambierely S. Haberman
CAMBIERELY S. HABERMAN

STATE OF FLORIDA
COUNTY OF PALM BEACH

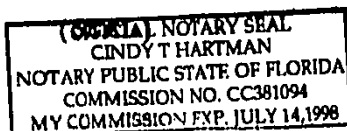
The foregoing instrument was acknowledged before me this 28th day of April, 1997, by CAMBIERELY S. HABERMAN.

NOTARY PUBLIC

Cindy T. Hartman
Cindy T. Hartman

(Print Name)

My commission expires: July 14, 1998
Commission No. CC381094



Personally Known _____ OR Produced Identification ✓.
Type of identification Produced Drivers License.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

* * * * *

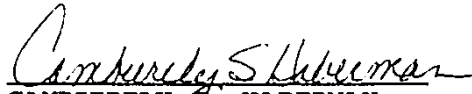
Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First, that THE TANNING PLACE & SPA, INC., desiring to
organize under the laws of the State of Florida, with its principal
office, as indicated in the Articles of Incorporation located at
150 North U.S Highway #1, Tequesta, FL 33469 County of Palm Beach,
State of Florida, has named CAMBIERELY S. HABERMAN located at 6548
Chasewood Drive North, Apartment H, Jupiter, FL 33458, as its
Agent to accept Service of Process within this state.

A C K N O W L E D G M E N T

Having been named to accept Service of Process for the above
stated Corporation, at place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

DATED this 28th day of April, 1997.


CAMBIERELY S. HABERMAN,
Registered Agent

RKB\cch\36471\ARTICLES

FILED
APR 29 1997
JUPITER
FLORIDA